Pendrell Corp Form 4 February 16, 2017

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Ad MIKLES LE	^	ing Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			Pendrell Corp [PCO]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	X Director 10% Owner		
2300 CARILLON POINT			(Month/Day/Year) 02/15/2017	X Director 10% OwnerX Officer (give title Other (specify below) President and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
	(Sirect)		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
KIRKLAND, WA 98033				Form filed by More than One Reporting Person		
(C:+-)	(04-4-)	(7:)				

KIRKLAN	D, WA 98033					Person		.porung	
(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative So	ecuriti	es Acq	uired, Disposed o	f, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities on(A) or Disp (Instr. 3, 4	osed o	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock (1)	02/15/2017		M	100,000	A	\$ 0	311,257	D	
Class A Common Stock							7,479	I	By spouse
Class A Common Stock							8,610	I	By trust for the benefit of children
							1,000	I	

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Class A Common Stock			By trust for the benefit of daughter
Class A Common Stock	100	I	By custodial account for the benefit of son

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
Restricted Stock Unit Award (2)	\$ 0 (3)	02/15/2017		M	100,000	02/15/2017(4)	06/15/2025	Class A Common Stock	100

Reporting Owners

Reporting Owner Name / Address	Relationships					
1 8	Director	10% Owner	Officer	Other		
MIKLES LEE E 2300 CARILLON POINT KIRKLAND, WA 98033	X		President and CEO			
Signatures						

/s/ Timothy M. Dozois,
Attorney-in-Fact 02/16/2017

**Signature of Reporting Person Date

Reporting Owners 2

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Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Vested restricted stock units were distributed to the reporting person, without payment, in shares of Class A Common Stock on a unit-for-share basis on the vesting date.
- (2) Each restricted stock unit represents a contingent right to receive one share of Pendrell Corporation Class A Common Stock.
- (3) Converts into Class A Common Stock on a unit-for-share basis on the vesting date.
- On June 15, 2015, the reporting person was granted 300,000 performance based restricted stock units. 100,000 of those restricted stock units vested on February 15, 2017 due to the Company's achievement of its 2016 performance objectives. If the reporting person remains engaged, 100,000 restricted stock units will vest on each of February 15, 2018 and February 15, 2019, but only to the extent the Company achieves its performance objectives for the preceding calendar year under its then-applicable incentive plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.